

	Vol.	High	Low	Last	Chg%
Dorco®	4574	24	23 1/2	24	+ 1/8
KeyPh	111th	24	23 1/2	24	+ 1/8
Wamp®	368	24	23 1/2	24	+ 1/8
AM Int'l	2692	24	23 1/2	24	+ 1/8
ETech	2071	24	23 1/2	24	+ 1/8
Wamp's	1876	24	23 1/2	24	+ 1/8
Andace	1674	24	23 1/2	24	+ 1/8
Bowen	1575	24	23 1/2	24	+ 1/8
Ametek	1523	24	23 1/2	24	+ 1/8
Harbor	1338	24	23 1/2	24	+ 1/8
Halper	1291	24	23 1/2	24	+ 1/8
Versant	1281	24	23 1/2	24	+ 1/8

High	Low	Close	Chg%
231.55	230.73	230.97	+ 0.14

Div.	Yn.	PE	SS	High Low	Close	Open
10	17	10	10	10	10	10
11	17	10	10	10	10	10
12	17	10	10	10	10	10
13	17	10	10	10	10	10
14	17	10	10	10	10	10
15	17	10	10	10	10	10
16	17	10	10	10	10	10
17	17	10	10	10	10	10
18	17	10	10	10	10	10
19	17	10	10	10	10	10
20	17	10	10	10	10	10
21	17	10	10	10	10	10
22	17	10	10	10	10	10
23	17	10	10	10	10	10
24	17	10	10	10	10	10
25	17	10	10	10	10	10
26	17	10	10	10	10	10
27	17	10	10	10	10	10
28	17	10	10	10	10	10
29	17	10	10	10	10	10
30	17	10	10	10	10	10
31	17	10	10	10	10	10
32	17	10	10	10	10	10
33	17	10	10	10	10	10
34	17	10	10	10	10	10
35	17	10	10	10	10	10
36	17	10	10	10	10	10
37	17	10	10	10	10	10
38	17	10	10	10	10	10
39	17	10	10	10	10	10
40	17	10	10	10	10	10
41	17	10	10	10	10	10
42	17	10	10	10	10	10
43	17	10	10	10	10	10
44	17	10	10	10	10	10
45	17	10	10	10	10	10
46	17	10	10	10	10	10
47	17	10	10	10	10	10
48	17	10	10	10	10	10
49	17	10	10	10	10	10
50	17	10	10	10	10	10
51	17	10	10	10	10	10
52	17	10	10	10	10	10
53	17	10	10	10	10	10
54	17	10	10	10	10	10
55	17	10	10	10	10	10
56	17	10	10	10	10	10
57	17	10	10	10	10	10
58	17	10	10	10	10	10
59	17	10	10	10	10	10
60	17	10	10	10	10	10
61	17	10	10	10	10	10
62	17	10	10	10	10	10
63	17	10	10	10	10	10
64	17	10	10	10	10	10
65	17	10	10	10	10	10
66	17	10	10	10	10	10
67	17	10	10	10	10	10
68	17	10	10	10	10	10
69	17	10	10	10	10	10
70	17	10	10	10	10	10
71	17	10	10	10	10	10
72	17	10	10	10	10	10
73	17	10	10	10	10	

[illegible]

Please circle below the time
(Rates valid through April 1980)

COUNTRY	1979	1980
Austria	100	100
Belgium	100	100
Denmark	100	100
Finland	100	100
Germany	100	100
Greece	100	100
Great Britain	100	100
Ireland	100	100
Italy	100	100
Luxembourg	100	100
Netherlands	100	100
Norway	100	100
Portugal	100	100
Spain	100	100
Sweden	100	100
Switzerland	100	100
Rest of Europe, North America	100	100
Rest of Africa, U.S.A., P.R.	100	100
Polynesia, Middle East	100	100
Rest of Africa, Canada, Latin America, Gulf States, Asia	100	100



The Phillips Independent Directors Ask You to Vote "FOR" The Recapitalization

This statement has been prepared by the independent, outside directors of Phillips Petroleum Company, comprising over two-thirds of the members of the Phillips board.

We wish to express our unanimous judgment that the Recapitalization recommended by the board to the shareholders, to be voted on February 22nd, is clearly in the best interests of all the shareholders.

- As independent, outside directors, we are required to exercise our best business judgment in evaluating proposals to acquire Phillips. We have a unique position from which to do this. We are neither employees of the Company — nor dependent upon our directors' fees for our standard of living. Therefore, we have no particular bias in making a business judgment on what is the best way to maximize shareholder value for all Phillips shareholders.
- Our assessment of Phillips value is quite different from that being put forth by stock market traders. We believe that the prices at which these people are willing now to buy and sell Phillips shares are based upon short-term, quick-buck considerations.
- Our sole interest is in maximizing shareholder value for all Phillips shareholders.
- We reviewed and evaluated the Mesa proposal and the Icahn proposals announced on February 4, February 8 and February 12 and concluded that none of these proposals met that critical test.
- We do not believe that the Note Purchase Rights Plan that we have adopted is a "poison pill." These "Fair Value" Rights guarantee that our shareholders are treated fairly and equally and cannot be forced to accept less than \$62 in cash for their shares.
- We have had and continue to have an open mind with respect to reviewing and evaluating any offers that would help maximize shareholder value for all Phillips shareholders. We have no reason to oppose, and are not opposed to, any fair offer which would accomplish this. To date, none has been forthcoming.

We believe Phillips is capable of great future financial performance for the shareholders and hence, in our judgment, represents values substantially in excess of current offers. The proposed recapitalization permits all shareholders to share in that future. At the same time, it provides enhanced present value for all shareholders. The recapitalization is an alternative to an ill-timed sale of the Company at this period of uncertainty in the oil business. We urge all shareholders to support the plan.

The Outside Directors of Phillips Petroleum Company

George B. Beitzel

George B. Beitzel,
Senior Vice President and Director of
International Business Machines Corporation

Michael N. Chetkovich

Michael N. Chetkovich,
Director of External Affairs, School of
Business Administration, University of California;
Formerly managing partner, Deloitte, Haskins and Sells

James B. Edwards

James B. Edwards,
President of the Medical University of South Carolina;
Former U.S. Secretary of Energy

Robert F. Froehle

Robert F. Froehle,
Chairman of the Board of Directors of The Equitable
Life Assurance Society of the United States

E. Douglas Kenna

E. Douglas Kenna,
Partner of G. L. Ohrstrom & Company

Melvin R. Laird

Melvin R. Laird,
Senior Counselor for National and International
Affairs for The Reader's Digest Association, Inc.;
Former U.S. Congressman and Secretary of Defense

Carol C. Laise

Carol C. Laise,
Retired Director General of the U.S. Foreign
Service in the State Department

David B. Meeker

David B. Meeker,
Retired Chairman of the Board of Directors of
Hobart Corporation

W. Clarke Wescoe

W. Clarke Wescoe,
Chairman of the Board of Directors and
Chief Executive Officer of Sterling Drug Inc.

Dolores D. Wharton

Dolores D. Wharton,
President of The Fund for Corporate Interns, Inc.

Francis M. Wheat

Francis M. Wheat,
Senior Partner in the law firm of Gibson,
Dunn & Crutcher; Former Commissioner,
U.S. Securities & Exchange Commission

Please sign, date and mail the **WHITE** proxy card. If you need further information on voting, including instructions on voting by Toll-Free Datagram, call Phillips Toll-Free at 800-431-2624. You may also call **D. F. King & Co.**, collect, at (212) 269-5550 in New York, (312) 236-5881 in Chicago, (415) 788-1119 in San Francisco, or (213) 215-3860 in Los Angeles.

INTERNATIONAL HERALD TRIBUNE, SATURDAY-SUNDAY, FEBRUARY 16-17, 1985

Feb. 15

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INTERNATIONAL HERALD TRIBUNE, SATURDAY-SUNDAY, FEBRUARY 16-17, 1985

2013	Mar
2035	May

128	130	132	134	136	138	140	142	144	146	148	150	152	154	156	158	160	162	164	166	168	170	172	174	176	178	180	182	184	186	188	190	192	194	196	198	200	202	204	206	208	210	212	214	216	218	220	222	224	226	228	230	232	234	236	238	240	242	244	246	248	250	252	254	256	258	260	262	264	266	268	270	272	274	276	278	280	282	284	286	288	290	292	294	296	298	300	302	304	306	308	310	312	314	316	318	320	322	324	326	328	330	332	334	336	338	340	342	344	346	348	350	352	354	356	358	360	362	364	366	368	370	372	374	376	378	380	382	384	386	388	390	392	394	396	398	400	402	404	406	408	410	412	414	416	418	420	422	424	426	428	430	432	434	436	438	440	442	444	446	448	450	452	454	456	458	460	462	464	466	468	470	472	474	476	478	480	482	484	486	488	490	492	494	496	498	500	502	504	506	508	510	512	514	516	518	520	522	524	526	528	530	532	534	536	538	540	542	544	546	548	550	552	554	556	558	560	562	564	566	568	570	572	574	576	578	580	582	584	586	588	590	592	594	596	598	600	602	604	606	608	610	612	614	616	618	620	622	624	626	628	630	632	634	636	638	640	642	644	646	648	650	652	654	656	658	660	662	664	666	668	670	672	674	676	678	680	682	684	686	688	690	692	694	696	698	700	702	704	706	708	710	712	714	716	718	720	722	724	726	728	730	732	734	736	738	740	742	744	746	748	750	752	754	756	758	760	762	764	766	768	770	772	774	776	778	780	782	784	786	788	790	792	794	796	798	800	802	804	806	808	810	812	814	816	818	820	822	824	826	828	830	832	834	836	838	840	842	844	846	848	850	852	854	856	858	860	862	864	866	868	870	872	874	876	878	880	882	884	886	888	890	892	894	896	898	900	902	904	906	908	910	912	914	916	918	920	922	924	926	928	930	932	934	936	938	940	942	944	946	948	950	952	954	956	958	960	962	964	966	968	970	972	974	976	978	980	982	984	986	988	990	992	994	996	998	1000
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INTERNATIONAL HERALD TRIBUNE, SATURDAY-SUNDAY, FEBRUARY 16-17, 1985

5.00	Feb
10.50	Apr
16.00	Jun
22.00	Aug

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INTERNATIONAL HERALD TRIBUNE, SATURDAY-SUNDAY, FEBRUARY 16-17, 1985

... ..

IMF Halts Loans to Brazil, Calls for New Economic Plan

as they have matured, as they've grown older and had children. We have gone through a gradual evolution, and what we need to do now is not so much change our image as erase the misperceptions to better explain what we are."

Jeffrey Balash, a managing director at Lehman Brothers, the investment house that helped take the company public, agrees that Club Med's image as a singles resort is erroneous. "The statistics show differently," he said, adding that more than half of the company's clientele is married.

Still, the mostly singles image may be hard to eliminate. "There are enough clubs that cater to families and couples," said Lauren Ritter of J B's World Travel Consultants in Houston. "But some still have that swinging reputation."

The Club Med group offers all-inclusive, party vacation packages, usually in self-contained beach or mountain areas. Prices vary from resort to resort, and by season. A vacationer traveling from New York City to the Caribbean, for example, could expect to pay between \$799 and \$1,420 for a one-week stay, depending on destination and season.

There is one class of accommodations and a range of leisure activities. The atmosphere is intended to

be informal: simply furnished rooms, communal meals and casual dress. There are no television sets or private telephones.

Indeed, in its marketing, the company stresses the "Club experience," as opposed to the appeal of particular vacation sites. This way, it hopes to persuade visitors to go to other villages if their first choice is filled.

The Club Med concept has evolved over the last 30 years. Club Méditerranée, the parent company was founded in 1950 as a French nonprofit sports association. It was incorporated seven years later, and went public in 1965.

When Club Med Inc. went public last fall, it raised more than \$50 million. Following the offering, 75 percent of the company was still held by its parent. Club Med stock, which is traded on the New York Stock Exchange, was offered at \$17 a share. It closed Thursday at \$19.875, up 37.5 cents.

Club Med's most recent results — for the six months ended April 30, 1984 — show that earnings rose 10.6 percent, to \$11.5 million, or \$1.22 a share, from \$11.3 million, or \$1.10 a share, in the 1983 period. Sales for the six months rose 11.4 percent, to \$138 million, from \$123.8 million.

Hong Kong		Cigna		Year		1984	
H.K. China Gas		4th Qtr.	1984	1984	1984	1984	1984
Revenue	\$1,111	Revenue	\$1,220	Revenue	\$1,220	Revenue	\$1,220
Profit	\$1,111	Profit	\$1,112	Profit	\$1,112	Profit	\$1,112
Per Share	\$1,111	Per Share	\$1,112	Per Share	\$1,112	Per Share	\$1,112
Year		1983		Year		1984	
Revenue	\$54.0	Revenue	\$71.0	Revenue	\$54.0	Revenue	\$71.0
Profit	\$54.0	Profit	\$71.0	Profit	\$54.0	Profit	\$71.0
Japan		Kiddie		Year		1984	
Pioneer Elec.		Kiddie		Year		1984	
4th Qtr.	1984	4th Qtr.	1984	4th Qtr.	1984	4th Qtr.	1984
Revenue	\$4,720	Revenue	\$4,720	Revenue	\$4,720	Revenue	\$4,720
Profit	\$4,720	Profit	\$4,720	Profit	\$4,720	Profit	\$4,720
Per Share	\$4,720	Per Share	\$4,720	Per Share	\$4,720	Per Share	\$4,720
South Africa		Pan Am		Year		1984	
Darling & Hodgson		Pan Am		Year		1984	
4th Qtr.	1984	4th Qtr.	1984	4th Qtr.	1984	4th Qtr.	1984
Revenue	\$770.2	Revenue	\$770.2	Revenue	\$770.2	Revenue	\$770.2
Profit	\$770.2	Profit	\$770.2	Profit	\$770.2	Profit	\$770.2
Per Share	\$770.2	Per Share	\$770.2	Per Share	\$770.2	Per Share	\$770.2
United States		Goodrich (BF)		Year		1984	
Aetna Life Cos.		Goodrich (BF)		Year		1984	
4th Qtr.	1984	4th Qtr.	1984	4th Qtr.	1984	4th Qtr.	1984
Revenue	\$25.2	Revenue	\$25.2	Revenue	\$25.2	Revenue	\$25.2
Profit	\$25.2	Profit	\$25.2	Profit	\$25.2	Profit	\$25.2
Per Share	\$25.2	Per Share	\$25.2	Per Share	\$25.2	Per Share	\$25.2

REVENUE					1993				
Revenues	1990	1991	1992	1993	Revenues	1990	1991	1992	1993
Overseer	5.0	5.0	5.0	5.0	Overseer	5.0	5.0	5.0	5.0
Director	3.27	3.27	3.27	3.27	Director	3.27	3.27	3.27	3.27
Year					1993				
Revenue	15,000	15,000	15,000	15,000	Revenue	15,000	15,000	15,000	15,000
Over Net	10.0	10.0	10.0	10.0	Over Net	10.0	10.0	10.0	10.0
Director	3.27	3.27	3.27	3.27	Director	3.27	3.27	3.27	3.27
Netts exclude realized capital					Netts exclude realized capital				
and loss of \$2 million vs \$1.2					and loss of \$2 million vs \$1.2				
million in quarters and control					million in quarters and control				
loss of \$2 million vs gain of					loss of \$2 million vs gain of				
\$2 million in year.					\$2 million in year.				
HOSPITAL CP AMER.					HOSPITAL CP AMER.				
Revenue					Revenue				
Revenue	1,000	1,000	1,000	1,000	Revenue	1,000	1,000	1,000	1,000
Per Share	0.75	0.75	0.75	0.75	Per Share	0.75	0.75	0.75	0.75
2nd Quarter					2nd Quarter				
Revenue	227.7	227.7	227.7	227.7	Revenue	227.7	227.7	227.7	227.7
Net Inc.	0.34	0.34	0.34	0.34	Net Inc.	0.34	0.34	0.34	0.34
Per Share	1.09	1.09	1.09	1.09	Per Share	1.09	1.09	1.09	1.09
1st Half					1st Half				
Revenue	286.1	286.1	286.1	286.1	Revenue	286.1	286.1	286.1	286.1
Net Inc.	1.09	1.09	1.09	1.09	Net Inc.	1.09	1.09	1.09	1.09
Per Share	1.09	1.09	1.09	1.09	Per Share	1.09	1.09	1.09	1.09
Netts exclude realized capital					Netts exclude realized capital				
and loss of \$2 million vs \$1.2					and loss of \$2 million vs \$1.2				
million in quarters and control					million in quarters and control				
loss of \$2 million vs gain of					loss of \$2 million vs gain of				
\$2 million in year.					\$2 million in year.				

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